

Proxy for the Ordinary General Meeting of Shareholders

BY **WEDNESDAY, 15 MAY 2024**, PLEASE:

- GRANT THE PROXY VIA THE LUMI PLATFORM (VIA THE LINK www.lumiconnect.com); OR
- SEND THE ORIGINAL DATED AND SIGNED PROXY TO THE COMPANY BY LETTER, WHICH MUST REACH THE COMPANY NO LATER THAN WEDNESDAY, 15 MAY 2024 (Elia Group SA/NV, for the attention of Mrs Siska Vanhoudenhoven, Secretary-General, Boulevard de l'Empereur 20, B-1000 Brussels); OR
- SEND A (SCANNED OR PHOTOGRAPHED) COPY OF THE DATED AND SIGNED PROXY TO THE COMPANY BY E-MAIL (shareholder@eliagroup.eu).

FOR THE SAKE OF GOOD ORDER, PLEASE NOTE THAT THE FORMALITIES SET FORTH IN THE NOTICE OF CONVOCATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS MUST ALSO BE COMPLIED WITH.

Elia Group SA/NV

For the attention of Mrs Siska Vanhoudenhoven
Secretary-General
Boulevard de l'Empereur 20
B-1000 Brussels

Proxy for the Ordinary General Meeting of Shareholders

The undersigned:¹

owner of
..... registered shares,
..... dematerialized shares²

in Elia Group SA/NV (the "company"),
hereby appoints as his/her/its special proxyholder:

.....³
to represent the undersigned and to vote on his/her/its behalf at the Ordinary General Meeting of Shareholders of:

Elia Group SA/NV

to be held on Tuesday 21 May 2024,
at 10h00,
at Silver Hall, SQUARE Brussels, Mont des Arts Kunstberg at 1000 Brussels
(hereafter the "Ordinary General Meeting of Shareholders"),

of which the agenda, including the proposed resolutions⁴, is as follows:

1 TO BE COMPLETED:
- for natural persons: name, first name and full address;
- for legal persons: name, legal form and registered office, as well as name and function of the natural person(s) who validly sign(s) the proxy on behalf of the legal person.

2 NUMBER OF SHARES TO BE COMPLETED AND DELETE WHAT DOES NOT APPLY

3 TO BE COMPLETED

4 TICK WHAT APPLIES

1. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2023
2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2023
3. Approval of the statutory annual accounts for the financial year ended 31 December 2023, including the allocation of the result

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the statutory annual accounts for the financial year ended 31 December 2023, including the allocation of the result.

for **against** **abstention**

4. Approval of the adjusted remuneration policy

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the adjusted remuneration policy applicable as of 1 January 2024.

for **against** **abstention**

5. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2023

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2023.

for **against** **abstention**

6. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2023
7. Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2023
8. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2023
9. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2023

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2023.

for **against** **abstention**

10. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2023

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2023.

for against abstention

11. Entrusting the assurance engagement of the consolidated sustainability reporting of the company to the statutory auditors of the company

Proposed resolution: the Ordinary General Meeting of Shareholders upon nomination by the works council, upon proposal by the Board of Directors and upon recommendation of the Audit Committee, entrusts the assurance engagement of the consolidated sustainability statement the company to EY Réviseurs d'Entreprises SRL / EY Bedrijfsrevisoren BV and to BDO Réviseurs d'Entreprises SRL / BDO Bedrijfsrevisoren BV, for a term of two years ending immediately after the ordinary general meeting to be held in 2026 in order to be aligned with the mandate period for the consolidated financial statements.

EY Réviseurs d'Entreprises SRL / EY Bedrijfsrevisoren BV appoints Paul Eelen as permanent representative and BDO Réviseurs d'Entreprises SRL / BDO Bedrijfsrevisoren BV appoints Michaël Delbeke as permanent representative. Both permanent representatives elect domicile at the registered office of respectively EY Réviseurs d'Entreprises SRL / EY Bedrijfsrevisoren BV and BDO Réviseurs d'Entreprises SRL / BDO Bedrijfsrevisoren BV.

The Ordinary General Meeting sets the remuneration for the assurance engagement at 110,914 EUR per year for the company, it being understood that the Board of Directors may submit a revised remuneration proposal for the financial year 2024 and/or the financial year 2025 to the ordinary general meeting to be held in 2025.

Explanation:

EU Directive 2022/2464 as regards corporate sustainability reporting ("CSRD") is expected to be implemented into Belgian law in the course of 2024. In accordance with CSRD and its implementation into Belgian law, the company's consolidated sustainability statement over financial year 2024 is subject to an assurance engagement. Therefore, and in anticipation of the Belgian law implementation of CSRD, the Board of Directors proposes to entrust the company's current statutory auditors with this assignment for the remaining duration of their mandate as statutory auditors and to determine their remuneration for this assignment. Considering the uncertainty about the scope of this assignment, given the fact the implementation of CSRD into Belgian law is still pending, the Board of Directors may submit a revised remuneration proposal for the financial year 2024 and/or the financial year 2025 to the ordinary general meeting to be held in 2025.

for against abstention

12. Miscellaneous

Attendance formalities

The undersigned principal hereby declares to have in due time complied with all the formalities set forth in the notice of convocation for the purposes of participating and voting at the Ordinary General Meeting of Shareholders. Proof hereof must be delivered to the company no later than Wednesday, 15 May 2024.

Powers of the special proxyholder

The aforementioned special proxyholder may vote or abstain from voting on behalf of the undersigned on all proposed resolution concerning the items on the agenda of the Ordinary General Meeting of Shareholders, as the case may be, in accordance with the voting instructions given above.⁵

Furthermore, by virtue of the proxy, the aforementioned special proxyholder is authorized to sign on behalf of the undersigned any minutes, deeds or documents and, in general, to do everything that is necessary or useful to execute this proxy.

Should the Ordinary General Meeting of Shareholders not be able to validly deliberate or should it be postponed for any reason whatsoever, the aforementioned special proxyholder is, by virtue of this proxy, authorized to attend any subsequent meeting having the same or similar agenda. However, this shall only apply insofar the principal has in due time complied with the required formalities to participate and vote at the subsequent Ordinary General Meeting of Shareholders.

The effects of the (possible) exercise of the right to add items to the agenda and to file proposed resolutions on the proxy form

One or more shareholders holding, alone or together, three per cent (3%) of the share capital of the company can exercise his/her/its/their right in accordance with section 7:130 of the Code of companies and associations and section 26.1, second paragraph of the articles of association to add to the agenda of the Ordinary General Meeting of Shareholders one or more items to be discussed and to file proposed resolutions relating to items already on or to be added to the agenda.

In any such case, the company will no later than Monday, 6 May 2024, make available to its shareholders on its website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" (www.eliagroup.eu) the new forms that can be used to vote by proxy, to which are added the additional items to be discussed and the associated proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

The proxy forms that have been validly delivered to the company prior to the publication of the revised agenda of the Ordinary General Meeting of Shareholders (i.e. no later than Monday, 6 May 2024) will remain valid with regard to the items mentioned on the agenda for which it was given.

By way of derogation from the foregoing, the special proxyholder is not authorised to vote on items for which new proposed resolutions have been submitted or on new items to be discussed.

If the shareholder in question wishes the special proxyholder to be able to vote on the new proposed resolutions or on new items to be discussed, the company must receive from the shareholder in question the new proxy form completed, dated and signed no later than 15 May 2024.

More detailed information on this can be found on the company's website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" (www.eliagroup.eu).

⁵ In case you appoint the Secretary-General of the company as proxy holder, you must give specific voting instructions in the proxy form (since the Secretary-General is deemed to have a conflict of interest pursuant to section 7:143, §4 of the Code of companies and associations).

Done at:

On:

(signature(s))

(The signature(s) should be preceded by the handwritten mention "GOOD FOR PROXY")